

**The Companies Act 1985 and 1989**

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**COMPANY LIMITED BY SHARES**

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**RESOLUTIONS IN WRITING**

of

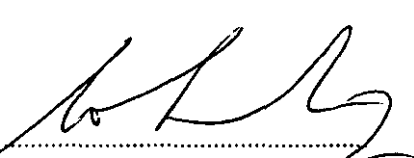
**ABN AMRO ASSET MANAGEMENT LIMITED**

WE, being the sole Member of the Company who, at the date of these Resolutions is entitled to attend and vote at a General Meeting of the Company, HEREBY RESOLVES, in accordance with Section 379A of the Companies Act 1985 (the "Act") as follows:-

**ELECTIVE RESOLUTIONS**

- 1 THAT the provisions of Section 80A of the Act shall apply instead of the provisions of Section 80(4) and (5) of the Act in relation to the giving or renewal, after the passing of this Resolution, of an authority under the said Section 80.
- 2 THAT, the Company hereby elects:
  - (1) pursuant to Section 252 of the Act to dispense with the laying of accounts and reports before the Company in General Meeting;
  - (2) pursuant to Section 366A of the Act, to dispense with the holding of Annual General Meetings; and
  - (3) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.
- 3 THAT while the election made by Resolution 2(3) above remains in force, the remuneration of the auditors be fixed by the Directors.

Dated 6<sup>th</sup> December 1999.

Signed:   
Duly authorised representative of  
ABN AMRO Equities Holdings (UK) Limited

